

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ICBS INTERNATIONAL CORP.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE IV
SHARES**

The following subsection 4.3 of Article IV is being deleted:

"4.3 RESTRICTION ON NEWLY ISSUED SHARES

The newly issued capital stock of this corporation issued as of October 28, 2004 shall have no voting rights until the conditions as set forth in the acquisition dated September 24, 2004 which calls for a minimum of \$500,000 in cumulative profit, from January 1, 2005 to December 31, 2005 or shall obtain a minimum of \$1,000,000 addition finance on or before December 31, 2005 for up to 12,000,000 additional common shares, in the event said conditions are not met by December 31, 2005, these newly shares are cancelled."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment not contained in the amendment itself are as follows:

N/A

THIRD: The date of each amendment's adoption: February 12, 2004, to be effective February 14, 2005

FOURTH: Adoption Amendment(s) (CHECK ONE)

☒ [X] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ [] The amendment(s) was/were approved by the shareholders through voting groups.

Signed this 14th day of February, 2005



Jerry Gruenbaum
Chief Executive Officer